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FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C. ROBERGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: X-STAR LC

AUDIT NUMBER.....H98000002167

DOC TYPE.....LIMITED LIABILITY COMPANY

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:

X-Star LC

### Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

### Article III. Address

The mailing address and the street address of the principal office of the Company is:

X-Star LC.  
c/o American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801

### Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Corporate Creations Enterprises Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

### Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
302-421-5752

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each member is:

Saturn Investment Group, S.A.  
Suite 302, East Building #34/20  
Cuba Avenue & 34 Street  
Panama City 5, PANAMA

Star Group Finance and Holdings, Inc.  
Suite 302, East Building #34/20  
Cuba Avenue & 34 Street  
Panama City 5, PANAMA

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Article IX. Company Existence

The Company's existence shall begin effective as of February 2, 1998

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Saturn Investment Group, S.A.

Member

by Sid Garnett as attorney-in-fact

  
Star Group Finance and Holdings, Inc.

Member

by Sid Garnett as attorney-in-fact

Date: February 2, 1998.

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## Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:  
X-Star LC


The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$50,000.00.
3. The agreed value of property other than cash contributed by the members is zero.  
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Saturn Investment Group, S.A.  
Member  
by Sid Garnett as attorney-in-fact

Date: February 2, 1998

  
Star Group Finance and Holdings, Inc.  
Member  
by Sid Garnett as attorney-in-fact

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**X-Star LC**

**REGISTERED AGENT/OFFICE:**

**Corporate Creations Enterprises Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises Inc.  
Luis A. Uriarte, Vice President**

**Date: February 2, 1998**

**American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
302-421-5752**

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